

Inter-Tel Technologies, Inc.

**Unanimous Written Consent of the
Board of Directors without a Meeting**

**Pursuant to Section 10-821
Of the Arizona Business Corporation Act**

THE UNDERSIGNED, being all the Directors of Inter-Tel Technologies, Inc., an Arizona corporation (hereinafter referred to as the "Company"), hereby consent to, approve and adopt the following preamble and resolution pursuant to Section 10-821 of the Arizona Business Corporation Act;

WHEREAS, the Company has been the subject of an investigation conducted by the US Department of Justice and the US Attorney (collectively the "Government") regarding the Company's participation in a federally funded program commonly known as the E-rate Program (the "Investigation"); and

WHEREAS, as a result of the Investigation the Government has alleged that the Company acted illegally (the "Allegations"); and

WHEREAS, as a result of the Investigation the San Francisco Unified School District filed a civil action against the Company, alleging, among other things, violations under the Federal False Claims Act (the "Civil Action"); and

WHEREAS, the Company has fully cooperated with the Government during the Investigation and has negotiated a settlement with the Government regarding the Allegations and the Civil Action (respectively the "Plea Agreement" and the "Settlement Agreement").

NOW THEREFORE, it is

RESOLVED, that the Company is hereby authorized to negotiate, complete and execute the Plea Agreement and the Settlement Agreement in a form substantially similar to Exhibit A attached hereto,

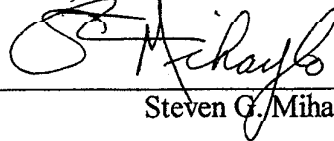
FURTHER RESOLVED, that the Company shall enter a plea in Federal District Court for the Northern District of California as more fully set forth in the Plea Agreement mentioned above; and

FURTHER RESOLVED, that Steven G. Mihaylo, Chairman of the Board of the Company, be and hereby is authorized and directed to do and perform, in the name and on behalf of the Company, all such acts and things, and to execute and deliver all such documents and instruments, including but not limited to the Plea Agreement and the Settlement Agreement under the seal of the Company or otherwise, and appearing, or designating someone to appear, on the Company's behalf at any judicial proceeding at which a Company's representative is required, as such officer may deem necessary or advisable to consummate the resolution of the Allegations and Civil Action and carry out the intent and purposes of the foregoing resolution.

This consent may be executed in counterparts and all so executed shall constitute one consent notwithstanding that all of the directors are not signatories to the original or the same counterpart.

Consented to as of the 7th day of December, 2004.

/s/



Steven G. Mihaylo

/s/



Craig W. Rauchle

/s/

Norman Stout

FURTHER RESOLVED, that Steven G. Mihaylo, Chairman of the Board of the Company, be and hereby is authorized and directed to do and perform, in the name and on behalf of the Company, all such acts and things, and to execute and deliver all such documents and instruments, including but not limited to the Plea Agreement and the Settlement Agreement under the seal of the Company or otherwise, and appearing, or designating someone to appear, on the Company's behalf at any judicial proceeding at which a Company's representative is required, as such officer may deem necessary or advisable to consummate the resolution of the Allegations and Civil Action and carry out the intent and purposes of the foregoing resolution.

This consent may be executed in counterparts and all so executed shall constitute one consent notwithstanding that all of the directors are not signatories to the original or the same counterpart.

Consented to as of the 7th day of December, 2004.

/s/ _____
Steven G. Mihaylo

/s/ _____
Craig W. Rauchle

/s/ Norm Stout _____
Norman Stout